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T.R.A. DOCKET ROOM

April 21, 2004

VIA OVERNIGHT DELIVERY

Ms. Sharla Dillon  
Dockets Manager  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Motion Telecom, Inc. ("Motion")  
Advice Letter No. 5

In re: Joint Application of Advantage Advisory Service, Inc., Wireless  
Channels, Inc. and Motion Telecom, Inc. for Consent to the Transfer of Control of  
Motion Telecom, Inc. Docket No. 04-00091

Dear Ms. Dillon,

Enclosed are an original and thirteen copies of an originally faxed response to the  
attention of Mr. Aster Adams which I inadvertently neglected to forward on in original  
copy. Mr. David McClanahan brought the error to my attention and requested that I send  
the copies to your attention.

Please feel free to contact me in the event you have any questions or require clarification  
on anything. I can be reached at (303) 643-6627 or [jmann@awipcs.com](mailto:jmann@awipcs.com).

Best regards,

Joelyn Mann  
Regulatory & Compliance Manager  
Motion Telecom, Inc.

Enclosures

*Corporate Headquarters*

7101 South Fulton Street, Suite 200, Centennial, Colorado 80112 tel (303) 784-5300 fax (303) 784-5345

[www.advantagewireless.com](http://www.advantagewireless.com)

April 7, 2004

VIA FACSIMILE (615) 741-5015

Ms. Aster Adams, Chief  
Economic Analysis & Market Monitoring Division  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

Re: Motion Telecom, Inc. ("Motion")  
Advice Letter No. 5

In re: Joint Application of Advantage Advisory Service, Inc., Wireless  
Channels, Inc. and Motion Telecom, Inc. for Consent to the Transfer of Control of  
Motion Telecom, Inc. Docket No. 04-00091

Dear Ms. Adams:

I am in receipt of your correspondence and request for additional information dated April 5, 2004, regarding the above-captioned Joint Application.

1. Motion was granted its Certificate of Convenience and Necessity in Tennessee in Docket No. 03-00437 at the regularly scheduled Authority Conference held on or about September 22, 2003 pursuant to the Order Granting Authority to Resell Interexchange Long Distance Telecommunication Services in Tennessee.
2. Motion has sought approval and/or given written notification to the regulatory authorities in all of the states where such approval or notice is required. The status of these approvals varies according to the docket and calendar load of the regulatory authorities.
3. Motion has sought approval of this transfer of control from the Federal Communications Commission. The petition is currently docketed and in review. A copy of an eMail transmission from Motion's Washington, DC counsel is attached for review as Exhibit A.
4. Motion understands from counsel to the Authority that the current interpretation of TCA Section 65-4-113 requires Motion to seek consent upon the change of majority ownership of the shares of common stock of its parent company,

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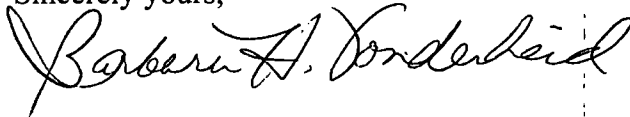
[www.advantagewireless.com](http://www.advantagewireless.com)

Advantage Advisory Service, Inc. Accordingly, this Application is sought pursuant to the TCA Section 65-4-113.

5. No, unless otherwise required by the Authority, Motion does not intend to issue a customer letter to its Tennessee base as this transfer of control is completely transparent to the customer base. None of the operations of Motion have been impacted as a result of this change of control at the parent company level and the CCN is not being transferred.
6. The closing of the transaction took place on March 10, 2004 and the Applicants request nunc pro tunc approval. The closing became necessary for a number of reasons, including meeting loan covenants by the buyer and the pricing changes due to the ESOP value of Motion's parent.

In the event you have additional questions or discussion items, please contact me at (303) 784-5329, [bvonderheid@awipcs.com](mailto:bvonderheid@awipcs.com).

Sincerely yours,



Barbara H. Vonderheid  
Vice President & General Counsel  
Motion Telecom, Inc. and  
Advantage Advisory Service, Inc. and  
Special Counsel to Wireless Channels, Inc.

Enclosures

Joelyn Mann

EXHIBIT A

From: advantagebvonderheid  
Sent: Wednesday, March 31, 2004 1:44 PM  
To: Joelyn Mann  
Subject: FW: Status of 214 Applications

-----Original Message-----

From: Marilyn Mense [mailto:mmense@fcclaw.com]  
Sent: Wednesday, March 31, 2004 1:21 PM  
To: Barbara Vonderheid  
Cc: KDuffield@faegre.com; LS.LNGS  
Subject: Status of 214 Applications

Barbara,

We received both the signature page and the checks to cover the FCC filing fees.

We have filed electronically the international 214 application. The submission id no. associated with it is IB2004000695. Electronic filing

is not available for the domestic 214 application. We are filing that application today, but will not have a file number to track it for some time.

As soon as we have a date-stamped copy of the domestic application, we will forward for your files copies of both applications.

We will keep you posted as both applications progress through the Commission.

If you have any questions, please do not hesitate to contact me.

Marilyn

Marilyn S. Mense, Esq.  
Lukas, Nace, Gutierrez & Sachs  
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Washington, DC 20036  
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